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*Counsel for the Class Representatives of (1) Int'l Union, UAW, et. al. v. General Motors Corp., Civil Action No. 07-14074 (E.D. Mich.) and (2) UAW et. al. v. General Motors Corp., No. 05-CV-73991 (E.D. Mich.)*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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**In re:**

**Chapter 11**

**General Motors Corporation, et al.**

**Case No. 09-50026 (REG)**

**Debtors.**

**(Jointly Administered)**

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**ORDER OF ADMISSION TO PRACTICE, PRO HAC VICE**

William T. Payne, having represented that he is a member in good standing of the bar in the States California and Pennsylvania, the United States Supreme Court, the United States Courts of Appeals for the First, Third, Fourth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, and D.C. Circuits and the United States District Courts for the Eastern District of California, Northern District of California, Central District of California, Northern District of Illinois,

Eastern District of Michigan, Western District of Pennsylvania, Northern District of Ohio,  
Southern District of Ohio and Western District of Tennessee, and having requested admission,  
*pro hac* vice to represent the Class Representatives of (1) Int'l Union, UAW, et. al. v. General  
Motors Corp., Civil Action No. 07-14074 (E.D. Mich.) and (2) UAW et. al. v. General Motors  
Corp., No. 05-CV-73991 (E.D. Mich.) (the "Class") in the above-referenced, jointly-  
administered, Chapter 11 cases and any and all adversary proceedings and contested matters in  
which the Class is or may become a party, pursuant to Rule 2090-1(b) of the Local Bankruptcy  
Rules for the Southern District of New York, it is hereby

**ORDERED**, that William T. Payne is admitted to practice, *pro hac* vice in the above-  
referenced, jointly-administered, Chapter 11 cases and any and all adversary proceedings and  
contested matters in which the Class is or may become a party, pursuant to Rule 2090-1(b) of the  
Local Bankruptcy Rules for the Southern District of New York, in the United States Bankruptcy  
Court, Southern District of New York, subject to payment of the filing fee.

Dated: New York, New York  
June \_\_\_\_, 2009

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United States Bankruptcy Judge